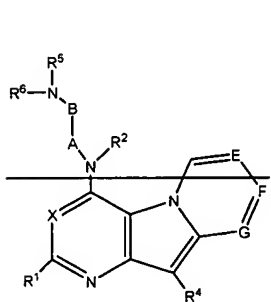


Amendments to the claims

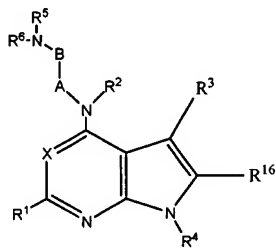
This listing of claims will replace all prior versions, and listings, of claims in the application. Claim 76 is withdrawn and please amend claim 1 as follows:

WHAT IS CLAIMED IS:

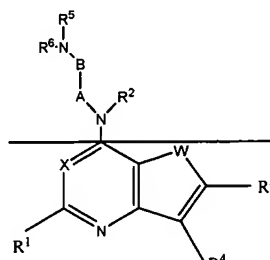
1. (currently amended) A compound selected from Formula I-XV ~~II, IV, V, VII-IX and XI~~



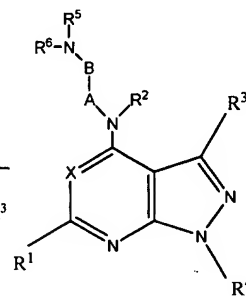
I



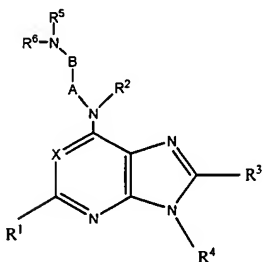
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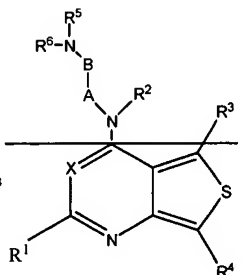
III



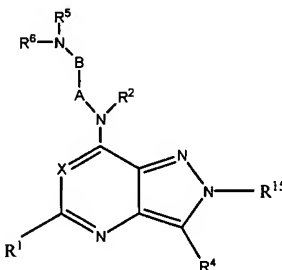
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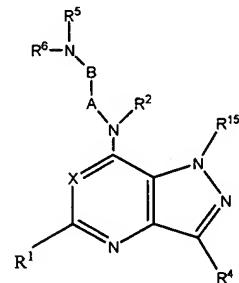
V



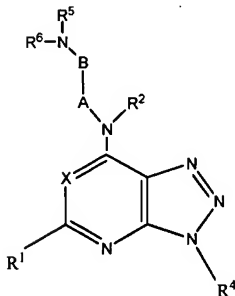
VI



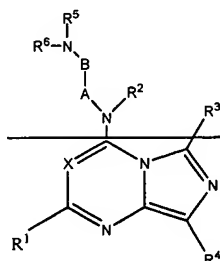
VII



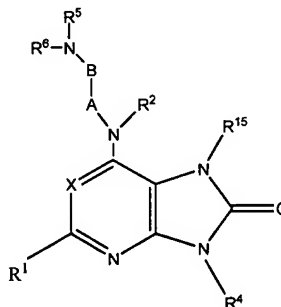
VIII



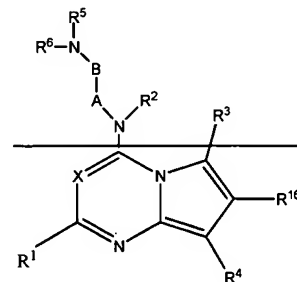
IX



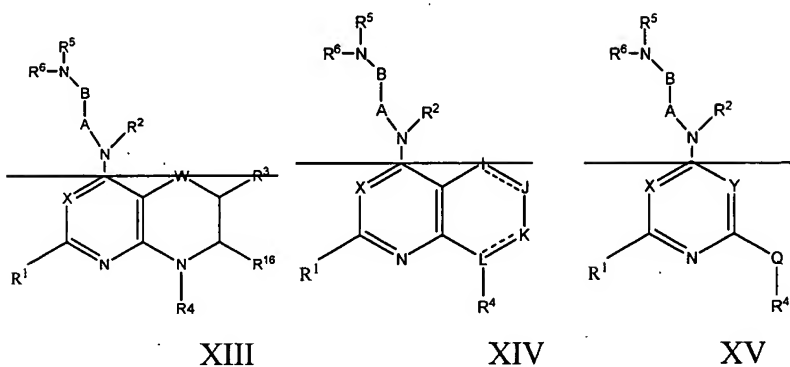
X



XI



XII



or a pharmaceutically acceptable salt thereof, wherein

X is ~~N or CR¹⁴~~ C (carbon);

W is ~~S, O, or NR¹⁵~~;

Y is ~~N or CR³~~;

~~E, F, and G are each, independently, CR³ or N;~~

~~I and J are each, independently,~~

~~C=O, S, O, CR³R¹⁶ or NR¹⁵ when single bonded to both adjacent ring atoms, or N, or CR³ when double bonded to an adjacent ring atom;~~

~~K is~~

~~N or CR³ when double bonded to L or J, or~~

~~O, S, C=O, S, O, CR³R¹⁶ or NR¹⁵ when single bonded to both adjacent ring atoms, or N, or CR³ when double bonded to an adjacent ring atom;~~

~~L is~~

~~N or CR¹⁶ when single bonded to all atoms to which it is attached, or C (carbon) when double bonded to K;~~

~~the 6 or 7 membered ring that contains I, J, K, and L may contain from 1 to 3 double bonds,
from 0 to 2 heteroatoms, and from 0 to 2 C=O groups, wherein the carbon atom of
such groups are part of the ring and the oxygen atom is a substituent on the ring;~~

~~Q is O or NR¹⁵;~~

R¹ is selected from H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, cyano, halo, C₁-C₆ haloalkyl, OR⁷, C₁-C₆ alkyl-OR⁷; C₁-C₆ cyanoalkyl, NR⁸R⁹, C₁-C₆ alkyl-NR⁸R⁹;

R² is H,
C₁-C₆ alkyl which optionally forms a C₃-C₆ aminocarbocycle or a C₂-C₅ aminoheterocycle with A or B, each optionally substituted at each occurrence with R⁷,
C₃-C₁₀ cycloalkyl, or
(C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl;
or R² and R⁶ jointly with the 2 nitrogen atoms to which they are bound a C₂-C₅ aminoheterocycle optionally substituted with R⁷;

A is (CH₂)_m, where m is 1,2 or 3 and is optionally mono- or di-substituted on each occurrence with C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₁-C₆ alkenyl, C₁-C₆ alkynyl, cyano, halo, C₁-C₆ haloalkyl, OR⁷, C₁-C₆ alkyl-OR⁷; C₁-C₆ cyanoalkyl, NR⁸R⁹, C₁-C₆ alkyl-NR⁸R⁹, or

A and B jointly form a C₃-C₆ carbocycle, optionally substituted at each occurrence with R⁷
or,

A and R² jointly form a C₃-C₆ aminocarbocycle or a C₂-C₅ aminoheterocycle optionally substituted at each carbon occurrence with R⁷;

B is (CH₂)_n, where n is 1,2 or 3 and is optionally mono- or di-substituted on each carbon atom with C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₂-C₆ alkenyl,

C₂-C₆ alkynyl, cyano, halo, C₁-C₆ haloalkyl, OR⁷, C₁-C₆ alkyl-OR⁷; C₁-C₆ cyanoalkyl, NR⁸R⁹, C₁-C₆ alkyl-NR⁸R⁹, or

B and R² jointly form a C₃-C₆ aminocarbocycle or a C₂-C₅ aminoheterocycle optionally substituted at each occurrence with R⁷;

R³ and R¹⁶ are independently selected at each occurrence from H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₁-C₆ alkenyl, C₂-C₆ alkynyl, cyano, halogen, C₁-C₆ haloalkyl, OR⁷, C₁-C₆ alkyl-OR⁷, C₁-C₆ cyanoalkyl, NR⁸R⁹, C₁-C₆ alkyl-NR⁸R⁹;

R⁴ is selected from aryl or heteroaryl, each optionally substituted with 1 to 5 substituents independently selected at each occurrence from C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, C₃-C₁₀ cycloalkenyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₁-C₆ alkenyl, halogen, C₁-C₆ haloalkyl, trifluoromethylsulfonyl, OR⁷, C₁-C₆ alkyl-OR⁷, NR⁸R⁹, C₁-C₆ alkyl-NR⁸R⁹, CONR⁸R⁹, C₁-C₆ alkyl-CONR⁸R⁹, COOR⁷, C₁-C₆ alkyl-COOR⁷, CN, C₁-C₆ alkyl-CN, SO₂NR⁸R⁹, SO₂R⁷, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that at least one of the positions ortho or para to the point of attachment of the aryl or heteroaryl ring to the heterocyclic core is substituted;

R⁵ is selected from:

C₁-C₆ alkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, each of which is substituted with 1 to 5 groups independently selected at each occurrence from halo, C₁-C₂ haloalkyl, OR⁷, cyano, NR⁸R⁹, CONR⁸R⁹, COOR⁷, SO₂NR⁸R⁹, SO₂R⁷, NR¹¹CO R¹², N R¹¹SO₂R⁷;

C₁-C₆ arylalkyl, C₁-C₆ heteroarylalkyl, C₅-C₈ arylcycloalkyl, or C₅-C₈ heteroaryl cycloalkyl, where aryl is phenyl or naphthyl, and heteroaryl is 2-,3-, or 4-pyridyl, 2-, 4- or 5-pyrimidinyl, triazinyl, 1-, 2-, or 4-imidazolyl, 2-, 4-, or 5-oxazolyl, isooxazolyl, indolyl, pyrazolyl, 1-, 3- or 4-triazolyl, 2-triazinyl, 2-pyrazinyl, 2-, or 3-furanyl, 2-, or 3-thienyl, 2-, or 3-benzothienyl, or 1-, 2- or 5-tetrazolyl, each of which is optionally substituted with 1 to 5 substituents independently selected at each occurrence from C₁-C₆ alkyl, C₃-

C₁₀ cycloalkyl, C₃-C₁₀ cycloalkenyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₁-C₆ alkenyl, halogen, C₁-C₆ haloalkyl, trifluoromethylsulfonyl, OR⁷, NR⁸R⁹, C₁-C₆ alkyl-OR⁷, C₁-C₆ alkyl-NR⁸R⁹, CONR⁸R⁹, COOR⁷, CN, SO₂NR⁸R⁹, SO₂R⁷, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that 2 adjacent substituents can optionally form together a C₃-C₁₀ cycloalkyl ring, a C₃-C₁₀ cycloalkenyl ring or a heterocycloalkyl ring;

C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₃-C₁₀ cycloalkenyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, each of which is optionally with 1 to 6 substituents independently selected at each occurrence from C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, C₃-C₁₀ cycloalkenyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₁-C₆ alkenyl, halogen, C₁-C₆ haloalkyl, OR⁷, NR⁸R⁹, with the proviso that when two OR⁷ or NR⁸R⁹ substituents are geminally located on the same carbon R⁷ is not H and they can form together a C₂-C₄ ketal, oxazoline, oxazolidine, imidazoline, or imidazolidine heterocycle, C₁-C₆ alkyl-OR⁷, C₁-C₆ alkyl-NR⁸R⁹, CONR⁸R⁹, COOR⁷, CN, oxo, hydroximino, C₁-C₆ alkoximino, SO₂NR⁸R⁹, SO₂R⁷, heterocycloalkyl, aryl, heteroaryl, where aryl or heteroaryl is optionally substituted with 1 to 5 substituents independently selected at each occurrence from C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, C₃-C₁₀ cycloalkenyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₁-C₆ alkenyl, halogen, C₁-C₆ haloalkyl, trifluoromethylsulfonyl, OR⁷, NR⁸R⁹, C₁-C₆ alkyl-OR⁷, C₁-C₆ alkyl-NR⁸R⁹, CONR⁸R⁹, COOR⁷, CN, SO₂NR⁸R⁹, SO₂R⁷, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that 2 adjacent substituents can optionally form together a C₃-C₁₀ cycloalkyl ring, a C₃-C₁₀ cycloalkenyl ring or a heterocycloalkyl ring;

aryl or heteroaryl, optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, C₃-C₁₀ cycloalkenyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₁-C₆ alkenyl, halogen, C₁-C₆ haloalkyl, trifluoromethylsulfonyl, OR⁷, NR⁸R⁹, C₁-C₆ alkyl-OR⁷, C₁-C₆ alkyl-NR⁸R⁹, CONR⁸R⁹, COOR⁷, CN, SO₂NR⁸R⁹, SO₂R⁷, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that 2 adjacent substituents may optionally form together a C₃-C₁₀ cycloalkyl ring, a C₃-C₁₀ cycloalkenyl ring or a heterocycloalkyl ring;

or

3- or 4-piperidinyl, 3-pyrrolidinyl, 3- or 4- tetrahydropyranyl, 3-tetrahydrofuranyl, 3- or 4-tetrahydropyranyl, 3-tetrahydrofuranyl, 3- or 4-tetrahydrothiopyranyl, 3- or 4-(1,1-dioxo) tetrahydrothiopyranyl, 1-azabicyclo[4.4.0]decyl, 8-azabicyclo[3.2.1]octanyl, norbornyl, quinuclidinyl, each optionally substituted with 1 to 5 substituents independently selected at each occurrence from R^7 , C_1 - C_6 alkyl- OR^7 , C_1 - C_6 alkyl- NR^8R^9 , $CONR^8R^9$, $COOR^7$;

R^6 is selected from H, C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, (C_3 - C_{10} cycloalkyl) C_1 - C_6 alkyl, C_2 - C_4 alkenyl, C_1 - C_6 arylalkyl, C_1 - C_6 heteroarylalkyl where aryl or heteroaryl are optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen, C_1 - C_6 haloalkyl, OR^{13} , NR^8R^9 , C_1 - C_6 alkyl- OR^{13} , C_1 - C_6 alkyl- NR^8R^9 , $CONR^8R^9$, $COOR^7$, CN, $SO_2NR^8R^9$, SO_2R^7 , or R^6 and R^2 , as mentioned above, jointly form, with 2 nitrogen atoms to which they are bound a C_2 - C_5 aminoheterocycle optionally substituted at each position with R^7 ;

R^7 is H, C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, C_3 - C_{10} cycloalkenyl, (C_3 - C_{10} cycloalkyl) C_1 - C_6 alkyl, C_1 - C_3 haloalkyl, or heterocycloalkyl, C_1 - C_8 alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, C_1 - C_8 alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl, C_1 - C_6 arylalkyl or C_1 - C_6 heteroarylalkyl each optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen, C_1 - C_6 haloalkyl, OR^{13} , NR^8R^9 , C_1 - C_6 alkyl- OR^{13} , C_1 - C_6 alkyl- NR^8R^9 , $CONR^8R^9$, $COOR^{13}$, CN, $SO_2NR^8R^9$, and SO_2R^{13} , with the proviso that when R^7 is SO_2R^{13} , R^{13} cannot be H;

R^8 and R^9 are independently selected at each occurrence from H, C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, C_2 - C_6 alkenyl, C_3 - C_{10} cycloalkenyl, C_2 - C_6 alkynyl, heterocycloalkyl, C_1 - C_8 alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl, C_1 - C_6 arylalkyl or C_1 - C_6 heteroarylalkyl, or R^8 and R^9 , taken together, can form a C_3 - C_6 aminocarbocycle or a C_2 - C_5 aminoheterocycle each optionally substituted at each occurrence ~~with~~ with C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, C_3 - C_{10} cycloalkenyl, (C_3 - C_{10} cycloalkyl) C_1 - C_6 alkyl, C_1 - C_3 haloalkyl, or heterocycloalkyl, C_1 - C_8 alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, C_1 - C_8

alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl, C₁-C₆ arylalkyl or C₁-C₆ heteroarylalkyl;

R¹¹ is selected from H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl;

R¹² is selected from H, aryl, heteroaryl, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, optionally substituted with OR⁷, NR⁸R⁹, C₃-C₆ aminocarbocycle, or C₂-C₅ aminoheterocycle;

R¹³ is independently selected at each occurrence from H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, with the proviso that for SO₂NR⁸R⁹, SO₂R¹³, R¹³ cannot be H;

R¹⁴ is H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₂-C₄ alkenyl, C₂-C₄ alkynyl, halo, or CN; and

R¹⁵ is selected at each occurrence from H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, (C₃-C₁₀ cycloalkyl) C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₂-C₆ alkyl-OR⁷, C₂-C₆ cyanoalkyl, C₂-C₆ alkyl-NR⁸R⁹.

2-75. (canceled)

76. (withdrawn) A compound of claim 1 of formula XV and isomers thereof, stereoisomeric forms thereof, or mixture of stereoisomeric forms thereof, and pharmaceutically acceptable salt or prodrug forms thereof, selected from the group consisting of:

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is cyclopentyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴

is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is cyclohexyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is tetrahydropyranyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is 3,4-dimethoxyphenethyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is 1-pyrimidin-2-yl-piperidin-4-yl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is cyclopentyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is cyclohexyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is tetrahydropyranyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is 3,4-dimethoxyphenethyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,4,6-trimethylphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is 1-pyrimidin-2-yl-piperidin-4-yl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,6-dichloro-4-methoxyphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is cyclopentyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,6-dichloro-4-methoxyphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is cyclohexyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,6-dichloro-4-methoxyphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is tetrahydropyranyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,6-dichloro-4-methoxyphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is 3,4-dimethoxyphenethyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,6-dichloro-4-methoxyphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is 1-pyrimidin-2-yl-piperidin-4-yl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴ is 2,6-dichloro-4-methoxyphenyl, R² is H, A is methylene, B is methylene, R⁵ is hydrogen, R⁶ is cyclopentyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R¹ is Me, R³ is Me, R⁴

is 2,6-dichloro-4-methoxyphenyl, R^2 is H, A is methylene, B is methylene, R^5 is hydrogen, R^6 is cyclohexyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R^1 is Me, R^3 is Me, R^4 is 2,6-dichloro-4-methoxyphenyl, R^2 is H, A is methylene, B is methylene, R^5 is hydrogen, R^6 is tetrahydropyranyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R^1 is Me, R^3 is Me, R^4 is 2,6-dichloro-4-methoxyphenyl, $R^{sup.2}$ is H, A is methylene, B is methylene, R^5 is hydrogen, R^6 is 3,4-dimethoxyphenethyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R^1 is Me, R^3 is Me, R^4 is 2,6-dichloro-4-methoxyphenyl, R^2 is H, A is methylene, B is methylene, R^5 is hydrogen, R^6 is 1-pyrimidin-2-yl-piperidin-4-yl.

77-91. (canceled)